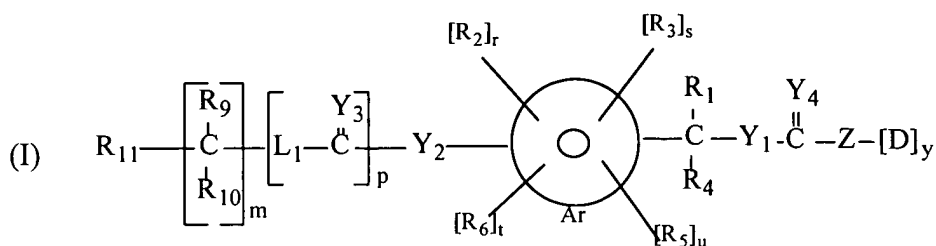


**IN THE CLAIMS:**

Please cancel claim 17, without prejudice.

**Claim 1 has been amended as follows:**

1. (Amended) A compound of Formula I:



wherein:

$\text{L}_1$  is a bifunctional linking moiety;

$\text{D}$  is a moiety that is a leaving group, or a residue of a compound to be delivered into a cell;

$\text{Z}$  is covalently linked to  $[\text{D}]_y$ , wherein  $\text{Z}$  is selected from the group consisting of: a moiety that is actively transported into a target cell, a hydrophobic moiety, and combinations thereof;

$\text{Y}_1$ ,  $\text{Y}_2$ ,  $\text{Y}_3$  and  $\text{Y}_4$  are each independently O, S, or  $\text{NR}_{12}$ ;

$\text{R}_{11}$  is a mono- or divalent polymer residue;

$\text{R}_1$ ,  $\text{R}_4$ ,  $\text{R}_9$ ,  $\text{R}_{10}$  and  $\text{R}_{12}$  are independently selected from the group consisting of hydrogen,  $\text{C}_{1-6}$  alkyls,  $\text{C}_{3-12}$  branched alkyls,  $\text{C}_{3-8}$  cycloalkyls,  $\text{C}_{1-6}$  substituted alkyls,  $\text{C}_{3-8}$  substituted cycloalkyls, aryls, substituted aryls, aralkyls,  $\text{C}_{1-6}$  heteroalkyls, and substituted  $\text{C}_{1-6}$  heteroalkyls;

$\text{R}_2$ ,  $\text{R}_3$ ,  $\text{R}_5$  and  $\text{R}_6$  are independently selected from the group consisting of hydrogen,  $\text{C}_{1-6}$  alkyls,  $\text{C}_{1-6}$  alkoxy, phenoxy,  $\text{C}_{1-8}$  heteroalkyls,  $\text{C}_{1-8}$  heteroalkoxy, substituted  $\text{C}_{1-6}$  alkyls,  $\text{C}_{3-8}$  cycloalkyls,  $\text{C}_{3-8}$  substituted cycloalkyls, aryls, substituted aryls, aralkyls, halo-, nitro-, cyano-, carboxy-,  $\text{C}_{1-6}$  carboxyalkyls and  $\text{C}_{1-6}$  alkyl-carbonyls;

$\text{Ar}$  is a moiety which when included in Formula (I) forms a multi-substituted aromatic hydrocarbon or a multi-substituted heterocyclic group;

(m), (r), (s), (t), and (u) are independently zero or one;

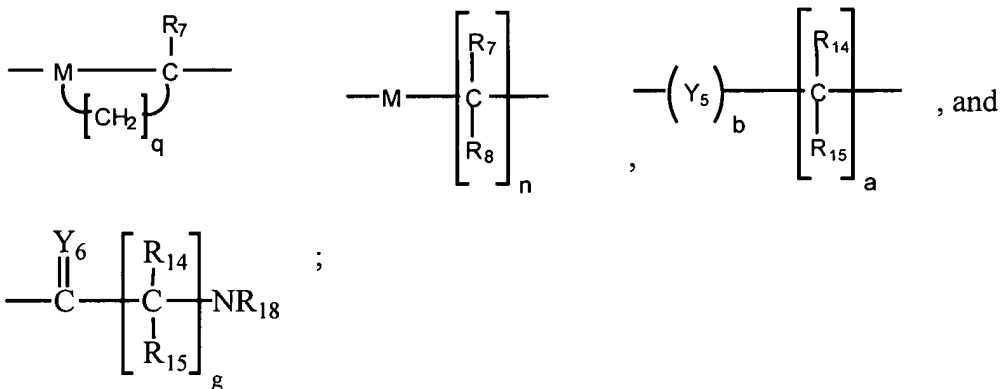
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com

(p) is zero or a positive integer; and (y) is 1 or 2;

wherein  $Z[D]_y$  is capable of crossing the membrane of the and is capable of being hydrolyzed therein to release D.

**Claim 2 has been amended as follows:**

2. (Amended) The compound of claim 1, wherein  $L_1$  is selected from the group consisting of:



wherein:

M is X or Q; where X is an electron withdrawing group;

Q is a moiety containing a free electron pair positioned three to six atoms from  $-C-\overset{Y_3}{\parallel}$  ;

(a) and (n) are independently zero or a positive integer;

(b) is zero or one;

(g) is a positive integer;

(q) is three or four;

$R_7$ ,  $R_8$ ,  $R_{14}$ ,  $R_{15}$  and  $R_{18}$  are independently selected from the group which defines

$R_9$ ; and

$Y_5$  and  $Y_6$  are independently O, S, or  $NR_{12}$ .

**Claim 6 has been amended as follows:**

6. (Amended) The compound of claim 4 wherein the peptide ranges in size from 2 to about 10 amino acid residues.

Q6

**Claim 7 has been amended as follows:**

Q7 7. (Amended) The compound of claim 6 wherein the peptide is Gly-Phe-Leu-Gly or (SEQ ID NO:1) Gly-Phe-Leu.

**Claim 8 has been amended as follows:**

Q8 8. (Amended) The compound of claim 1 wherein each D moiety is independently a residue of an active biological material.

**Claim 9 has been amended as follows:**

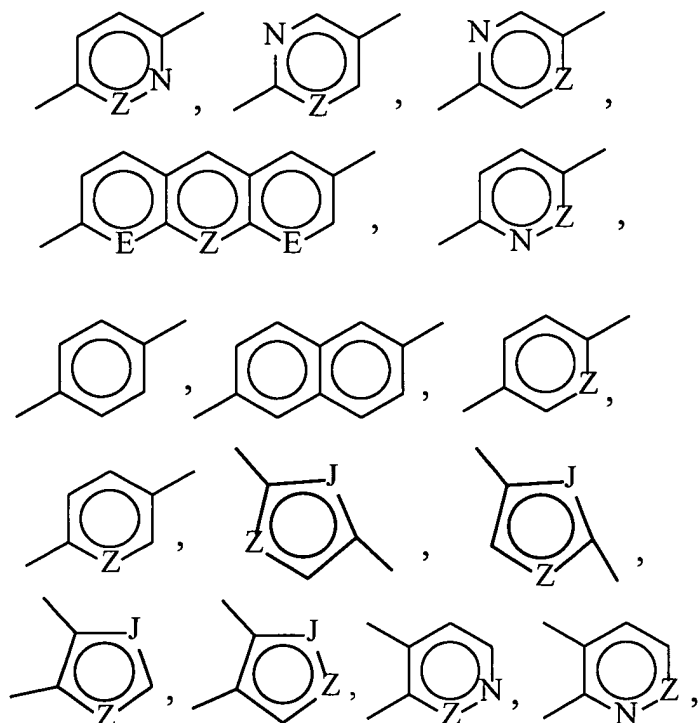
Q9 9. (Amended) The compound of claim 1 wherein each D moiety is independently a residue of an anticancer agent, an anticancer prodrug, a detectable tag, or combinations thereof.

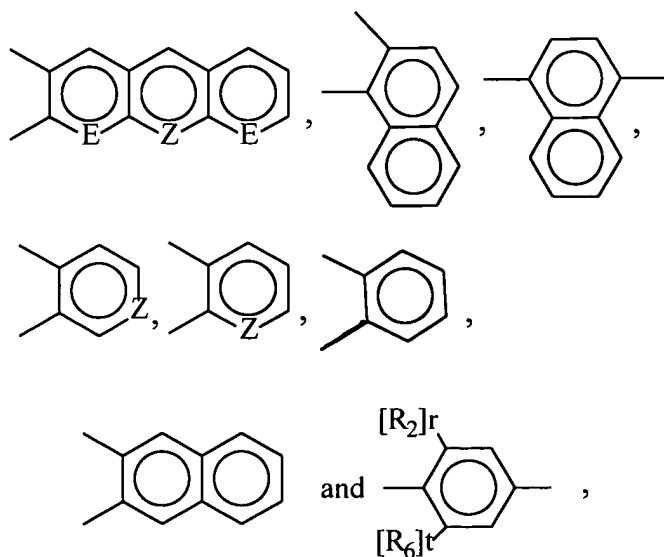
**Claim 12 has been amended as follows:**

Q10 12. (Amended) The compound of claim 1 wherein at least one D moiety is a leaving group selected from the group consisting of N-hydroxybenzotriazolyl, halogen, N-hydroxyphthal-imidyl, p-nitrophenoxy, imidazolyl, N-hydroxysuccinimidyl, thiazolidinyl thione, and combinations thereof.

**Claim 13 has been amended as follows:**

13. (Amended) The compound of claim 1 wherein Ar is selected from the group consisting of,



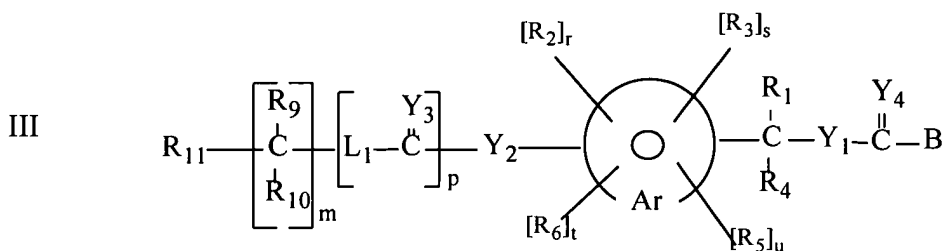


wherein J is selected from the group consisting of O, S, and N-R<sub>19</sub>, E and Z are independently

C-R<sub>19</sub> or N-R<sub>19</sub> and R<sub>19</sub> is selected from the group consisting of hydrogen, C<sub>1-6</sub> alkyl, C<sub>3-12</sub> branched alkyl, C<sub>3-8</sub> cycloalkyl, C<sub>1-6</sub> substituted alkyl, C<sub>3-8</sub> substituted cycloalkyl, aryls, substituted aryl, aralkyl, C<sub>1-6</sub> heteroalkyl, and substituted C<sub>1-6</sub> heteroalkyls.

**Claim 31 has been amended as follows:**

31. (Amended) A method of preparing a tetrapartate prodrug comprising reacting a compound of formula:



with a compound of formula:



wherein B is a leaving group for Formula III;

L<sub>1</sub> is a bifunctional linking moiety;

D is a moiety that is a leaving group, or a residue of a compound to be delivered into a cell;

Lx is a leaving group for Formula IV;

Z is covalently linked to [D]<sub>y</sub>, wherein Z is selected from the group consisting of: a moiety that is actively transported into a target cell, a hydrophobic moiety, and combinations thereof;

R<sub>1</sub>, R<sub>4</sub>, R<sub>9</sub>, R<sub>10</sub> and R<sub>12</sub> are independently selected from the group consisting of hydrogen, C<sub>1-6</sub> alkyls, C<sub>3-12</sub> branched alkyls, C<sub>3-8</sub> cycloalkyls, C<sub>1-6</sub> substituted alkyls, C<sub>3-8</sub> substituted cycloalkyls, aryls, substituted aryls, aralkyls, C<sub>1-6</sub> heteroalkyls, and substituted C<sub>1-6</sub> heteroalkyls;

R<sub>2</sub>, R<sub>3</sub>, R<sub>5</sub> and R<sub>6</sub> are independently selected from the group consisting of hydrogen, C<sub>1-6</sub> alkyls, C<sub>1-6</sub> alkoxy, phenoxy, C<sub>1-8</sub> heteroalkyls, C<sub>1-8</sub> heteroalkoxy, substituted C<sub>1-6</sub> alkyls, C<sub>3-8</sub> cycloalkyls, C<sub>3-8</sub> substituted cycloalkyls, aryls, substituted aryls, aralkyls, halo-, nitro-, cyano-, carboxy-, C<sub>1-6</sub> carboxyalkyls and C<sub>1-6</sub> alkylcarbonyls;

Ar is a moiety which when included in Formula (III) forms a multi-substituted aromatic hydrocarbon or a multi-substituted heterocyclic group;

(m), (r), (s), (t), and (u) are independently zero or one;

(p) is zero or a positive integer;

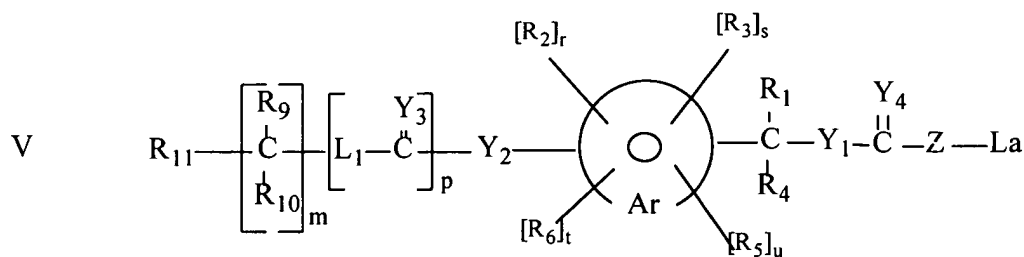
(y) is one or two;

Y<sub>1</sub>, Y<sub>2</sub>, Y<sub>3</sub> and Y<sub>4</sub> are each independently O, S, or NR<sub>12</sub>; and

R<sub>11</sub> is a monovalent or divalent polymer residue.

**Claim 32 has been amended as follows:**

32. (Amended) A method of preparing a tetrapartate prodrug comprising reacting a compound of formula



with at least one biologically active material; wherein

L<sub>1</sub> is a bifunctional linking moiety;

La is a leaving group for Formula V;

Z is covalently linked to La and wherein Z is selected from the group consisting of: a moiety that is actively transported into a target cell, a hydrophobic moiety, and combinations thereof;

R<sub>1</sub>, R<sub>4</sub>, R<sub>9</sub>, R<sub>10</sub> and R<sub>12</sub> are independently selected from the group consisting of hydrogen, C<sub>1-6</sub> alkyls, C<sub>3-12</sub> branched alkyls, C<sub>3-8</sub> cycloalkyls, C<sub>1-6</sub> substituted alkyls, C<sub>3-8</sub> substituted cycloalkyls, aryls, substituted aryls, aralkyls, C<sub>1-6</sub> heteroalkyls, and substituted C<sub>1-6</sub> heteroalkyls;

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R<sub>2</sub>, R<sub>3</sub>, R<sub>5</sub> and R<sub>6</sub> are independently selected from the group consisting of hydrogen, C<sub>1-6</sub> alkyls, C<sub>1-6</sub> alkoxy, phenoxy, C<sub>1-8</sub> heteroalkyls, C<sub>1-8</sub> heteroalkoxy, substituted C<sub>1-6</sub> alkyls, C<sub>3-8</sub> cycloalkyls, C<sub>3-8</sub> substituted cycloalkyls, aryls, substituted aryls, aralkyls, halo-, nitro-, cyano-, carboxy-, C<sub>1-6</sub> carboxyalkyls and C<sub>1-6</sub> alkylcarbonyls;

Ar is a moiety which when included in Formula (V) forms a multi-substituted aromatic hydrocarbon or a multi-substituted heterocyclic group;

(m), (r), (s), (t), and (u) are independently zero or one;

(p) is zero or a positive integer;

Y<sub>1</sub>, Y<sub>2</sub>, Y<sub>3</sub> and Y<sub>4</sub> are independently O, S, or NR<sub>12</sub>; and

R<sub>11</sub> is a monovalent or divalent polymer residue

wherein Z is covalently linked to the at least one biologically active material.

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**Claim 33 has been amended as follows:**

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33. (Amended) A method of treating a disease or disorder in an animal, that comprises administering a pharmaceutically acceptable composition comprising an effective amount of a compound of claim 1, where D is a moiety that is a residue of a compound to be delivered into a cell; to an animal in need thereof.

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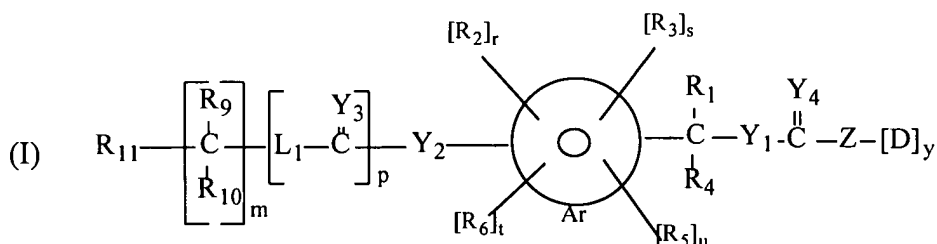
**Please add the following new claims:**

35. (New) The compound of claim 2, wherein X is selected from the group consisting of

215  
$$\begin{array}{c} Y_6 \ R_{17} \\ || \quad | \\ O, \text{NR}_{12}, -\text{C-N-}, S, \text{SO and SO}_2 \end{array}$$
where R<sub>17</sub> is independently selected from the group consisting of hydrogen, C<sub>1-6</sub> alkyls, C<sub>3-12</sub> branched alkyls, C<sub>3-8</sub> cycloalkyls, C<sub>1-6</sub> substituted alkyls,

C<sub>3-8</sub> substituted cycloalkyls, aryls, substituted aryls, aralkyls, C<sub>1-6</sub> heteroalkyls, and substituted C<sub>1-6</sub> heteroalkyls.

36/ (New) A compound of Formula I:



wherein:

L<sub>1</sub> is a bifunctional linking moiety;

each D moiety is independently a residue of an anticancer agent, an anticancer prodrug, a detectable tag, or combinations thereof;

Z is covalently linked to [D]<sub>y</sub>, wherein Z is selected from the group consisting of: a moiety that is actively transported into a target cell, a hydrophobic moiety, and combinations thereof;

Y<sub>1</sub>, Y<sub>2</sub>, Y<sub>3</sub> and Y<sub>4</sub> are each independently O, S, or NR<sub>12</sub>;

R<sub>11</sub> is a mono- or divalent polymer residue;

R<sub>1</sub>, R<sub>4</sub>, R<sub>9</sub>, R<sub>10</sub> and R<sub>12</sub> are independently selected from the group consisting of hydrogen, C<sub>1-6</sub> alkyls, C<sub>3-12</sub> branched alkyls, C<sub>3-8</sub> cycloalkyls, C<sub>1-6</sub> substituted alkyls, C<sub>3-8</sub> substituted cycloalkyls, aryls, substituted aryls, aralkyls, C<sub>1-6</sub> heteroalkyls, and substituted C<sub>1-6</sub> heteroalkyls;

R<sub>2</sub>, R<sub>3</sub>, R<sub>5</sub> and R<sub>6</sub> are independently selected from the group consisting of hydrogen, C<sub>1-6</sub> alkyls, C<sub>1-6</sub> alkoxy, phenoxy, C<sub>1-8</sub> heteroalkyls, C<sub>1-8</sub> heteroalkoxy, substituted C<sub>1-6</sub> alkyls, C<sub>3-8</sub> cycloalkyls, C<sub>3-8</sub> substituted cycloalkyls, aryls, substituted aryls, aralkyls, halo-, nitro-, cyano-, carboxy-, C<sub>1-6</sub> carboxyalkyls and C<sub>1-6</sub> alkylcarbonyls;

Ar is a moiety which when included in Formula (I) forms a multi-substituted aromatic hydrocarbon or a multi-substituted heterocyclic group;

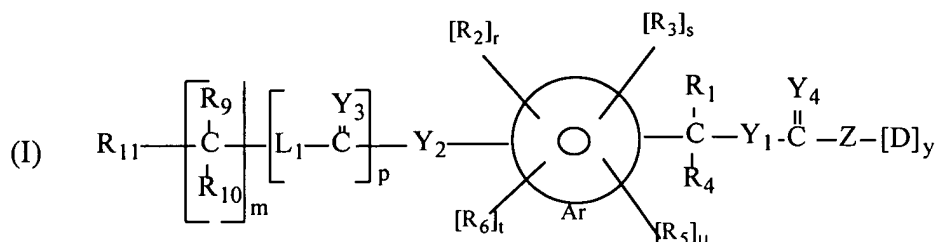
(m), (r), (s), (t), and (u) are independently zero or one;

(p) is zero or a positive integer; and (y) is 1 or 2;



wherein  $Z[D]_y$  is capable of crossing the membrane of the and is capable of being hydrolyzed therein to release D.

37. (New) A compound of Formula I:



wherein:

$L_1 - C(=Y_3)$  comprises an amino acid residue, wherein  $L_1$  is a bifunctional linking moiety and  $Y_3$  is as defined below;

D is a moiety that is a leaving group, or a residue of a compound to be delivered into a cell;

Z is covalently linked to  $[D]_y$ , wherein Z is selected from the group consisting of: a moiety that is actively transported into a target cell, a hydrophobic moiety, and combinations thereof;

$Y_1$ ,  $Y_2$ ,  $Y_3$  and  $Y_4$  are each independently O, S, or  $NR_{12}$ ;

$R_{11}$  is a mono- or divalent polymer residue;

$R_1$ ,  $R_4$ ,  $R_9$ ,  $R_{10}$  and  $R_{12}$  are independently selected from the group consisting of hydrogen,  $C_{1-6}$  alkyls,  $C_{3-12}$  branched alkyls,  $C_{3-8}$  cycloalkyls,  $C_{1-6}$  substituted alkyls,  $C_{3-8}$  substituted cycloalkyls, aryls, substituted aryls, aralkyls,  $C_{1-6}$  heteroalkyls, and substituted  $C_{1-6}$  heteroalkyls;

$R_2$ ,  $R_3$ ,  $R_5$  and  $R_6$  are independently selected from the group consisting of hydrogen,  $C_{1-6}$  alkyls,  $C_{1-6}$  alkoxy, phenoxy,  $C_{1-8}$  heteroalkyls,  $C_{1-8}$  heteroalkoxy, substituted  $C_{1-6}$  alkyls,  $C_{3-8}$  cycloalkyls,  $C_{3-8}$  substituted cycloalkyls, aryls, substituted aryls, aralkyls, halo-, nitro-, cyano-, carboxy-,  $C_{1-6}$  carboxyalkyls and  $C_{1-6}$  alkylcarbonyls;

Ar is a moiety which when included in Formula (I) forms a multi-substituted aromatic hydrocarbon or a multi-substituted heterocyclic group;

(m), (r), (s), (t), and (u) are independently zero or one;

(p) is zero or a positive integer; and (y) is 1 or 2;